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Debtors-in-Possession

UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF NEW JERSEY  
CASE NO. 15- 11127 (MBK)

In re:  
C. WONDER LLC, *et al.*,<sup>1</sup>  
Debtors-in-Possession.

Chapter 11  
(Joint Administration Pending)

**HEARING DATE AND TIME:**  
January \_\_\_, 2015, at \_\_:\_\_ .m.

**ORAL ARGUMENT REQUESTED**

**NOTICE OF DEBTORS' MOTION FOR AN ORDER PURSUANT TO 11 U.S.C. §§ 363 AND 365 AND FED. R. BANKR. P. 2002, 6004 AND 6006: (1) APPROVING "STALKING HORSE" ASSET PURCHASE AGREEMENT FOR THE SALE OF CERTAIN OF THE DEBTORS' REMAINING ASSETS; (2) APPROVING BIDDING PROCEDURES AND FORM, MANNER AND SUFFICIENCY OF NOTICE; (3) SCHEDULING (A) AN AUCTION SALE AND (B) A HEARING TO CONSIDER APPROVING THE HIGHEST AND BEST OFFER; (4) AUTHORIZING THE DEBTORS TO SELL CERTAIN OF THEIR REMAINING ASSETS FREE AND CLEAR OF LIENS, CLAIMS, ENCUMBRANCES, AND INTERESTS AND TO ASSUME AND ASSIGN CERTAIN RELATED EXECUTORY CONTRACTS AND UNEXPIRED LEASES; AND (5) GRANTING OTHER RELATED RELIEF**

TO: All Parties-in-Interest

PLEASE TAKE NOTICE that pursuant to an Order Shortening Time served herewith, on the \_\_\_ day of January, 2015, at \_\_:\_\_ .m., or as soon thereafter as counsel may be heard, the

<sup>1</sup> The Debtors in these Chapter 11 cases are C. Wonder LLC; C. Wonder Gift Cards Inc.; C. Wonder Transport LLC; CW Holland LLC and CW International Holdings LLC.

undersigned, proposed counsel for C. Wonder LLC, *et al.*, the within debtors-in-possession (the “**Debtors**”), shall move for entry of an Order pursuant to 11 U.S.C. §§ 363 and 365 and Fed. R. Bankr. P. 2002, 6004 and 6006: (1) Approving a “Stalking Horse” Asset Purchase Agreement for the Sale of Certain of the Debtors’ Remaining Assets; (2) Approving Bidding Procedures and Form, Manner and Sufficiency of Notice Thereof; (3) Scheduling (a) an Auction Sale and (b) a Hearing to Consider Approving the Highest and Best Offer; (4) Authorizing the Debtors to Sell Certain of Their Remaining Assets Free and Clear of Liens, Claims, Encumbrances, and Interests and to Assume and Assign Related Executory Contracts and Unexpired Leases; and (5) Granting Other Related Relief (the relief requested in subparts (1) through (3) is referred to as “**Part I of the Motion**” and the proposed Order granting Part I of the Motion, submitted herewith, is referred to as the “**Bidding Procedures Order**”; the relief requested in subparts (4) and (5) is referred to as “**Part II of the Motion**” and the proposed Order granting Part II of the Motion, submitted herewith, is referred to as the “**Sale Order**”). Pursuant to the Order Shortening Time, the Debtors shall move before the assigned United States Bankruptcy Judge, at the United States Bankruptcy Court, Clarkson S. Fisher, US Courthouse, 402 East State Street, Trenton, New Jersey 08608, for entry of the Bidding Procedures Order.

PLEASE TAKE FURTHER NOTICE that in support of the Motion, the undersigned shall rely on the “First Day” Declaration of Stephen Marotta and the accompanying Verified Application, which sets forth the relevant factual and legal basis upon which the relief requested should be granted. A proposed Order granting the relief requested in the Motion also is submitted herewith.

PLEASE TAKE FURTHER NOTICE that objections, if any, to the relief requested in the Motion shall be filed and served in accordance with the Order Shortening Time.

PLEASE TAKE FURTHER NOTICE that the undersigned request oral argument on the return date of the Motion.

COLE, SCHOTZ, MEISEL,  
FORMAN & LEONARD, P.A.  
Proposed Attorneys for C. Wonder LLC, *et al.*,  
Debtors-in-Possession

By: */s/ Michael D. Sirota*  
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Warren A. Usatine, Esq.  
Felice R. Yudkin, Esq.

DATED: January 22, 2015